

**EXHIBIT G TO PIPER'S
FIFTH QUARTERLY:
MONTHLY FEE APPLICATION
FOR THE PERIOD
JANUARY 1-31, 2007**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|--|---|--|
| <hr/> |) | |
| In re: |) | Chapter 11 |
| |) | |
| W.R. GRACE & CO., <u>et al.</u> |) | Case No. 01-1139 (JKF) |
| |) | Jointly Administered |
| |) | |
| Debtor. |) | Objection Date: April 16, 2007 at 4:00 p.m. |
| <hr/> |) | Hearing: Scheduled if Necessary (Negative Notice) |

**NOTICE OF FILING OF
TWELFTH MONTHLY INTERIM APPLICATION OF
PIPER JAFFRAY & CO., FINANCIAL ADVISOR TO
DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE**

TO: (1) The Debtors; (2) Counsel to the Debtors; (3) The Office of the United States Trustee; (4) Counsel to the Official Committee of Asbestos Personal Injury Claimants; (5) Counsel to the Official Committee of Asbestos Property Damage Claimants; (6) Counsel to the Official Committee of Equity Holders; and (7) Counsel to the Debtors-in-Possession Lender; and (8) the Fee Auditor

Piper Jaffray & Co. ("PJC"), financial advisor to David T. Austern, in his capacity as the Court-appointed legal representative for future asbestos claimants (the "FCR"), has filed and served its Twelfth Monthly Application of Piper Jaffray & Co. for Compensation for Services Rendered and Reimbursement of Expenses as financial advisor to the FCR for the time period January 1, 2007 through January 31, 2007 seeking payment of fees in the amount of \$80,000.00 (80% of \$100,000.00) and expenses in the amount of \$294.45 (the "Application").

This Application is submitted pursuant to this Court's Administrative Order, as Amended, Under 11 U.S.C. Sections 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members dated April 17, 2002 (the "Administrative Order").

Objections or responses to the Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824

Market Street, Fifth Floor, Wilmington, DE 19801, on or before **April 16 2007 at 4:00 p.m. Eastern Time.**

At the same time you must also serve a copy of the objections or responses, if any, upon the following: (i) co-counsel to David T. Austern, FCR, Roger Frankel, Esquire, Richard H. Wyron, Esquire, Orrick, Herrington, & Sutcliffe 3050 K Street, NW, Washington, DC 20007; (ii) co-counsel for the Debtors, David M. Bernick, Esquire, Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, IL 60601 and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones, P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705; (iii) co-counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038-4982 and Michael R. Lastowski, Esquire, Duane Morris, LLP, 1100 N. Market Street, Suite 1200, Wilmington, DE 19801-1246; (iv) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Blizin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, FL 33131 and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, DE 19899; (v) co-counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, NY 10022 and Mark Hurford, Esquire, Campbell & Levine, LLC, Chase Manhattan Centre, 15th Floor, 1201 Market Street, Suite 1500, Wilmington, DE 19801; (vi) co-counsel to the DIP Lender, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, IL 60606 and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, DE 19899; (vii) counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919

Third Avenue, New York, NY 10022; (viii) the Office of the United States Trustee, ATTN: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, DE 19801; and (ix) the Fee Auditor, Warren H. Smith, Warren H. Smith and Associates Republic Center, 325 N. St. Paul, Suite 4080, Dallas, TX 75201.

Any questions regarding this Notice or attachments may be directed to undersigned counsel.

ORRICK, HERRINGTON, & SUTCLIFFE LLP

By: 

Roger Frankel, *pro hac vice admission pending*
Richard H. Wyron, *pro hac vice admission pending*
The Washington Harbour
3050 K Street, NW
Washington, DC 20007
(202) 339-8400
Counsel to David T. Austern,
As Future Claimants' Representative

Dated: March 26, 2007

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|--|---|--|
| In re: |) | Chapter 11 |
| |) | |
| W.R. GRACE & CO., <u>et al.</u> |) | Case No. 01-1139 (JKF) |
| |) | Jointly Administered |
| |) | |
| Debtor. |) | Objection Date: April 16, 2007 at 4:00 p.m. |
| |) | Hearing: Scheduled if Necessary (Negative Notice) |

**TWELFTH MONTHLY INTERIM APPLICATION OF PIPER JAFFRAY & CO.,
FINANCIAL ADVISOR TO DAVID T. AUSTERN, FUTURE CLAIMANTS'
REPRESENTATIVE, FOR COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR THE PERIOD
JANUARY 1, 2007 THROUGH JANUARY 31, 2007**

| | |
|--|---|
| Name of Applicant: | Piper Jaffray & Co. |
| Authorized to Provide Professional Services to: | David T. Austern, Future Claimants' Representative |
| Date of Retention: | February 13, 2006 |
| Period for which compensation and reimbursement is sought: | January 1, 2007 – January 31, 2007 |
| 80% of Compensation sought as actual, reasonable and necessary: | \$80,000.00 |
| 100% of Expense Reimbursement sought as actual, reasonable and necessary: | \$294.45 |
| This is a <u> x </u> monthly ___ interim ___ final application | |

COMPENSATION BY PROJECT CATEGORY (Exhibit A, Time Detail)

JANUARY 1-31, 2007

| <u>Project Category</u> | <u>Total Hours</u> | <u>Total Fees¹</u> |
|-----------------------------------|---------------------------|--------------------------------------|
| Business Operations Related | 81.5 | NA |
| Financial Analysis/Review Related | 65.5 | NA |
| Hearing Attendance | 10.0 | NA |
| TOTAL | 157.0 | NA |

EXPENSE SUMMARY (Exhibit B, Expense Detail)

| | |
|--------------|------------------------|
| Research | \$238.35 |
| Telephone | 56.10 |
| TOTAL | <u>\$294.45</u> |

Respectfully submitted,

PIPER JAFFRAY & CO.

By: 

Jonathan L. Brownstein

150 East 42nd St.

New York, New York 10017

(212) 284-9575

Financial Advisor to David T. Austern

Future Claimants' Representative

Dated: 3/26, 2007

¹ Piper Jaffray & Co. does not bill on an hourly basis; therefore, a calculation of total fees by hour, by category is not applicable.

**THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|---|---|--------------------------------|
| In re: |) | Chapter 11 |
| |) | |
| W.R. GRACE & CO., <u>et al.</u>, |) | Case No. 01-01139 (JKF) |
| |) | |
| |) | (Jointly Administered) |
| Debtors. |) | |

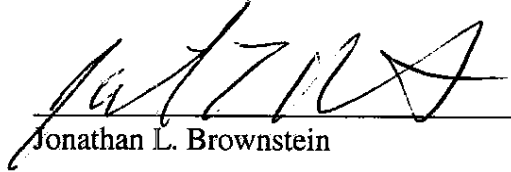
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STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

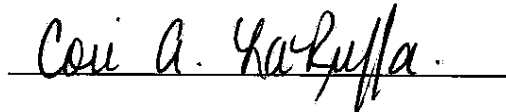
Jonathan L. Brownstein being duly sworn, deposes and says:

1. I am a principal of Piper Jaffray & Co. ("PJC"), Financial Advisor to David T. Austern, the Future Claimants' Representative in the above captioned case.
2. No agreement or understanding in any form or guise exists between PJC and any other person for a division of compensation for services rendered in or in connection with this proceeding, and that no such division of compensation prohibited by §504 of the Bankruptcy Code will be made by PJC, except with employees of PJC.
3. I hereby state, in accordance with §504 of the Bankruptcy Code, that PJC has not entered into any agreement, express or implied, with any other party in interest, including the Debtors herein, any creditor or the representative of any of them, or with any attorney for such party in interest in the proceeding, for the purpose of fixing the amount of any of the fees or other compensation to be allowed out of or paid from the assets of the estate to any party in interest in the within proceeding for services rendered in connection herewith.

4. I have reviewed the Twelfth Monthly Interim Application of Piper Jaffray & Co. for the time period January 1, 2007 through January 31, 2007 and state that the information set forth therein is true and correct to the best of my knowledge, information and belief.


Jonathan L. Brownstein

Sworn to and subscribed before me
this 14th day of March, 2007


Carl A. LaRuffa

My commission expires:

Carl A. LaRuffa
Notary Public, State of New York
No. 01LA6149999
Commission Expires 07/24/2010

EXHIBIT A

| | | | | |
|---------------------|-----------|-----|---------------------|--|
| Joseph Radecki | 1/1/2007 | 2.0 | Business Operations | Review pension issues of comparable industrial companies |
| Jonathan Brownstein | 1/4/2007 | 3.3 | Business operations | Review research on specialty chemicals companies |
| Ritwik Chatterjee | 1/4/2007 | 2.0 | Financial Analysis | Review earnings release of comparable company (RPM International, Inc.) |
| Jonathan Brownstein | 1/5/2007 | 0.5 | Business operations | Review research on specialty chemicals companies |
| Geoffrey Zbikowski | 1/5/2007 | 3.3 | Financial Analysis | Review earnings release of comparable company (RPM International, Inc.)/conduct financial analysis re: same |
| Joseph Radecki | 1/8/2007 | 1.8 | Business Operations | Review internal analysis on pension benefits |
| Ritwik Chatterjee | 1/8/2007 | 1.5 | Business Operations | Research and analysis re: pension funding issues |
| Joseph Radecki | 1/10/2007 | 2.5 | Financial Analysis | Read claims information received from Debtor's financial advisor |
| Jonathan Brownstein | 1/10/2007 | 4.0 | Financial Analysis | Review claims info from Blackstone; review related financial analysis |
| Ritwik Chatterjee | 1/10/2007 | 5.3 | Financial Analysis | Receive and review claims analysis from The Blackstone Group; related financial analysis |
| Geoffrey Zbikowski | 1/10/2007 | 5.0 | Financial Analysis | Review Grace claims analysis from Blackstone Group/ conduct financial analysis re: same |
| Joseph Radecki | 1/11/2007 | 1.8 | Business Operations | Attend call with Debtor's financial advisor on claims; internal discussion regarding the same topic |
| Jonathan Brownstein | 1/11/2007 | 2.0 | Financial Analysis | Conference call with Blackstone regarding claims and other various; internal conversations on the same |
| Ritwik Chatterjee | 1/11/2007 | 2.3 | Financial Analysis | Conf. call with The Blackstone Group re: claims; related analysis |
| Geoffrey Zbikowski | 1/11/2007 | 4.3 | Financial Analysis | Call with Blackstone Group re: claims/ conduct related analysis |
| Jonathan Brownstein | 1/12/2007 | 3.0 | Business operations | Review research on specialty chemicals companies |
| Joseph Radecki | 1/16/2007 | 2.8 | Business Operations | Receive and review pension funding motion |
| Jonathan Brownstein | 1/16/2007 | 2.0 | Business Operations | Review pension funding motion and review other related market data |
| Ritwik Chatterjee | 1/16/2007 | 2.8 | Business Operations | Receive and review pension funding motion |
| Geoffrey Zbikowski | 1/16/2007 | 2.8 | Business Operations | Receive and review pension funding motion |
| Joseph Radecki | 1/17/2007 | 1.0 | Financial Analysis | Read claims information received from Debtor's financial advisor |
| Jonathan Brownstein | 1/17/2007 | 2.0 | Financial Analysis | Review additional claims information supplied by Company and advisors |
| Ritwik Chatterjee | 1/17/2007 | 3.3 | Financial Analysis | Receive and review additional claims information; pension analysis |
| Geoffrey Zbikowski | 1/17/2007 | 5.3 | Financial Analysis | Conduct analysis on pension and benefit strategies at other specialty chemical companies |
| Joseph Radecki | 1/19/2007 | 1.0 | Business Operations | Call with Company re: pension and benefits |
| Jonathan Brownstein | 1/19/2007 | 1.0 | Business Operations | Call with Debtor regarding pension motion |
| Ritwik Chatterjee | 1/19/2007 | 4.8 | Business Operations | Call with Company re: pension motion; review additional materials on same topic |
| Geoffrey Zbikowski | 1/19/2007 | 4.3 | Business Operations | Call with Company re: pension issues/ conduct review of claims info |
| Jonathan Brownstein | 1/23/2007 | 3.0 | Financial Analysis | Receive and review additional claims information; review information of comparable specialty chemicals companies' financials |
| Jonathan Brownstein | 1/23/2007 | 5.0 | Hearing attendance | Telephonic hearing attendance |
| Ritwik Chatterjee | 1/23/2007 | 3.0 | Financial Analysis | Receive and review additional claims information; review earnings release of comparable company (Albemarle Corp.) |
| Ritwik Chatterjee | 1/23/2007 | 5.0 | Hearing attendance | Telephonic hearing attendance |
| Joseph Radecki | 1/24/2007 | 1.3 | Financial Analysis | Review internal financial analysis on comparable companies |
| Ritwik Chatterjee | 1/24/2007 | 1.0 | Financial Analysis | Earnings call of comparable company; related analysis |
| Geoffrey Zbikowski | 1/24/2007 | 6.0 | Financial Analysis | Review quarterly financials of comparable company - Albemarle Corporation/Review Grace claims information/various financial analysis |
| Jonathan Brownstein | 1/25/2007 | 2.8 | Financial Analysis | Review information of comparable specialty chemicals companies' financials |
| Ritwik Chatterjee | 1/25/2007 | 4.0 | Financial Analysis | Review Company earnings release; review earnings release of comparable company |
| Geoffrey Zbikowski | 1/25/2007 | 2.5 | Financial Analysis | Review Grace quarterly/yearly earnings release |
| Joseph Radecki | 1/26/2007 | 2.0 | Business Operations | Read pension information received from Debtor's financial advisor; review related internal financial analysis |
| Jonathan Brownstein | 1/26/2007 | 4.0 | Business Operations | Review materials on pension funding; review related analysis |
| Ritwik Chatterjee | 1/26/2007 | 6.5 | Business Operations | Receive and review materials on pension funding incl. full year report; related analysis |
| Geoffrey Zbikowski | 1/26/2007 | 6.0 | Business Operations | Read Rohm & Haas quarterly earnings/Review pension and benefit report from Grace/ conduct related analysis |
| Joseph Radecki | 1/30/2007 | 2.0 | Business operations | Call with ICR's counsel re: pension and benefits funding; review related analysis |
| Jonathan Brownstein | 1/30/2007 | 3.0 | Business operations | Call with Orrick attorneys regarding pension and benefit issues pension funding; perform related research |
| Ritwik Chatterjee | 1/30/2007 | 5.3 | Business operations | Call with ICR counsel re: pension funding; related analysis; review earnings release of comparable company (IFF) |
| Geoffrey Zbikowski | 1/30/2007 | 5.0 | Business operations | Call with Orrick team re: pension issues/ conduct related analysis |
| Joseph Radecki | 1/31/2007 | 1.5 | Business Operations | Meeting with Debtor's management regarding various case issues |
| Jonathan Brownstein | 1/31/2007 | 2.8 | Business operations | Review additional pension and benefit materials |
| Ritwik Chatterjee | 1/31/2007 | 3.8 | Business operations | Research and analysis re: pension funding issues |
| Geoffrey Zbikowski | 1/31/2007 | 4.8 | Business operations | Research and analysis re: pension funding issues/ conduct review of International Flavors & Fragrances Inc. quarterly release |

EXHIBIT B

W.R. Grace & Co.
Expense Detail Report
(Date Represents Posting Date)

Research

| | | |
|--------------------|--------|------------------|
| Geoffrey Zbikowski | 1/9/07 | <u>\$ 238.35</u> |
| Total Research: | | <u>\$ 238.35</u> |

Telephone

| | | |
|-------------------|---------|-----------------|
| Ritwik Chatterjee | 1/23/07 | <u>\$ 56.10</u> |
| Total Telephone: | | <u>\$ 56.10</u> |

| | | |
|-----------------|--|-------------------------|
| TOTAL EXPENSES: | | <u>\$ 294.45</u> |
|-----------------|--|-------------------------|